

NHS 24 BOARD MEETING		26 OCTOBER 2023 ITEM NO. 11.1 FOR APPROVAL	
NHS 24 BOARD STANDING ORDERS UPDATE			
Executive Sponsor:		John Gebbie, Director of Finance	
Lead Officer/Author:		Geraldine Mathew, Board Secretary	
Action Required		The NHS 24 Board is asked to review and approve the attached update to the NHS 24 Board Standing Orders.	
Key Points for this Committee to consider		Following ongoing discussions of the Board Chairs Group and the Board Secretaries Group, it has been confirmed that all NHS Scotland Boards should be publishing Board papers at least three working days in advance of the meeting. All Boards have been asked to ensure compliance with this requirement and update their Standing Orders to reflect this practice.	
Governance process		This paper has been presented to Executive Management Team on 17 October, prior to presentation to the NHS 24 Board on 26 October.	
Strategic alignment and link to overarching NHS Scotland priorities and strategies		State how this paper aligns with the key strategic priorities below and any other appropriate SG policies: <ul style="list-style-type: none"> • The Blueprint for Good Governance – Second Edition 	
Key Risks		There is a risk that, if NHS 24 Board does not approve the amendment to the Board Standing Orders to include publication of Board papers at least three working days prior to meetings, NHS 24 will be non-compliant with guidance from SG. This would result in a reputational risk.	
Financial Implications		There are no financial implications associated with this proposal.	
Equality and Diversity		There are no equality and diversity implications associated with this proposal.	

1. RECOMMENDATION

- 1.1 The NHS 24 Board is asked to review and approve the attached update to the NHS 24 Board Standing Orders, noting the amendments described.

2. TIMING

- 2.1 It is proposed that the revised NHS 24 Board Standing Orders are presented to the NHS 24 Board for approval at its meeting on 26 October, with implementation of the revised Standing Orders, specifically, the change in relation to the publication of Board papers, from 1 December 2023.
- 2.2 If accepted and approved by the NHS 24 Board, the updated Standing Orders will be included in the revised Corporate Governance Framework which will be presented to the NHS 24 Board for approval at its meeting on 21 December 2023.

3. BACKGROUND

- 3.1 Following a recent enquiry to Scottish Government from a member of the public, discussions have taken place at Board Chairs Group and Board Secretaries Group in respect of practices across all NHS Scotland Boards in respect of the publication of Board papers.

Scottish Government recently undertook a review of practice across all Boards and there was significant variation noted across Boards.

The NHS 24 Board Standing Orders, as approved at the NHS 24 Board Meeting in December 2023, as part of the Corporate Governance Framework, stated the following with regards to publication of papers:

“ 4.9 Board meetings shall be held in public. A public notice of the time and place of the meeting shall be provided at least three clear days before the meeting is held. The notice and the meeting agenda shall also be placed on the Board’s website. Meeting papers will be placed on the Board’s website following the Board meeting. Members of the public observing the meeting via videoconferencing facilities will have access to the agenda for the meeting via the website. Observers attending in person shall be provided with copies of the agenda and any relevant papers for the meeting, subject to any commercial/security redactions.”

- 3.2 All NHS Boards in Scotland have received guidance from Scottish Government that Board papers should be published at least three working days prior to the Board Meeting.
- 3.3 To ensure that NHS 24 is compliant with Scottish Government guidance, it is proposed that the NHS 24 Board Standing Orders are amended to include this as follows:

“ 4.9 Board meetings shall be held in public. A public notice of the time and place of the meeting shall be provided at least three clear days before the

*meeting is held. **The meeting agenda and papers shall be published in the NHS 24 Board website at least three working days prior to the meeting, subject to any commercial/security redactions, and embargoed until midday on the day of the Board meeting.** ~~The notice and the meeting agenda shall also be placed on the Board's website. Meeting papers will be placed on the Board's website following the Board meeting.~~ Members of the public observing the meeting via videoconferencing facilities will have access to the agenda **and papers** for the meeting via the website. Observers attending in person shall be provided with copies of the agenda and ~~any relevant~~ papers for the meeting, subject to any commercial/security redactions.”*

3.4 Given the upcoming review of the Corporate Governance Framework due to be presented to the NHS 24 Board at its meeting on 21 December 2023, the Standing Orders were reviewed for any wider updates, and the following minor amendments are proposed:

- Section 1 – General – Second Paragraph at 1.1 – removal of the paragraph below:
“Healthcare Improvement Scotland and NHS National Services Scotland are constituted under a different legal basis and are not subject to the above regulations. Consequently, those bodies will have different Standing Orders”.
- Section 1 – General – Paragraph 1.2 – removal of last sentence of the paragraph which is a duplicate sentence and is also included in paragraph 1.5:
“Any member of the Board may on reasonable cause shown be suspended from the Board or disqualified for taking part in any business of the Board in specified circumstances”.

4. ENGAGEMENT

4.1 Engagement in respect of this proposal has included the Board Chair, the Chief Executive, and the Director of Finance.

5. FINANCIAL IMPLICATIONS

5.1 There are no financial implications associated with this paper.

SECTION B - Standing Orders for the Proceedings and Business of NHS 24 Board

NHS 24 is a corporate body established under the NHS 24 (Scotland) Order 2001.

The National Health Services (Scotland) Act 1978, the Health Act 1999 and the NHS 24 establishment order set out the principal statutory functions conferred on an NHS 24 Special Health Board. Standing Orders of the NHS 24 Board

The Standing Orders set out the regulations which govern the conduct of the NHS 24 Board and its Committees and define the responsibilities of Board Members, Directors, Officers, and employees of the Board subject to statutory restrictions and conditions as the Scottish Ministers may direct.

1. General

1.1 These Standing Orders for regulation of the conduct and proceedings of the NHS Board, the common name for the NHS 24 Health Board, [the Board] and its Committees are made under the terms of The Health Boards (Membership and Procedure) (Scotland) Regulations 2001 (2001 No. 302), as amended up to and including The Health Boards (Membership and Procedure) (Scotland) Amendment Regulations 2016 (2016 No. 3).

The NHS Scotland Blueprint for Good Governance (issued through [DL 2019\) 02](#)) has informed these Standing Orders. The Blueprint describes the functions of the Board as:

- Setting the direction, clarifying priorities, and defining expectations.
- Holding the executive to account and seeking assurance that the organisation is being effectively managed.
- Managing risks to the quality, delivery, and sustainability of services.
- Engaging with stakeholders.
- Influencing the Board's and the organisation's culture.

Further information on the role of the Board, Board members, the Chair, Vice Chair, and the Chief Executive is available on the [NHS Scotland Board Development](#) website.

- 1.2 The Scottish Ministers shall appoint the members of the Board and shall reappoint any members of the Board serving a second term. The Scottish Ministers shall also attend to any issues relating to the resignation and removal, suspension, and disqualification of members in line with the above regulations.
- 1.3 Any statutory provision, regulation, or direction by Scottish Ministers, shall have precedence if they are in conflict with these Standing Orders.
- 1.4 Any one or more of these Standing Orders may be varied or revoked at a

meeting of the Board by a majority of members present and voting, provided the notice for the meeting at which the proposal is to be considered clearly states the extent of the proposed repeal, addition, or amendment. The Board will annually review its Standing Orders.

- 1.5 Any member of the Board may on reasonable cause shown be suspended from the Board or disqualified for taking part in any business of the Board in specified circumstances. The Scottish Ministers may by determination suspend a member from taking part in the business (including meetings) of the Board. Paragraph 5.4 sets out when the person presiding at a Board meeting may suspend a Board member for the remainder of a specific Board meeting. The Standards Commission for Scotland can apply sanctions if a Board member is found to have breached the Board Members' Code of Conduct, and those include suspension and disqualification. The regulations (see paragraph 1.1) also set out grounds for why a person may be disqualified from being a member of the Board.

Board Members – Ethical Conduct

- 1.6 Members have a personal responsibility to comply with the Code of Conduct for Members of the NHS 24 Board. The Commissioner for Public Standards can investigate complaints about members who are alleged to have breached their Code of Conduct. The Board will have appointed a Standards Officer (the Board Secretary). This individual is responsible for carrying out the duties of that role, however they may delegate the carrying out of associated tasks to other members of staff. The Board's appointed Standards Officer shall ensure that the Board's Register of Interests is maintained. When a member needs to update or amend their entry in the Register, they must notify the Board's appointed Standards Officer of the need to change the entry within one month after the date the matter required to be registered.
- 1.7 The Board's appointed Standards Officer shall ensure the Register is available for public inspection at the principal offices of the Board at all reasonable times and will be included on the Board's website.
- 1.8 Members must always consider the relevance of any interests they may have to any business presented to the Board or one of its Committees. Members must observe paragraphs 5.6 - 5.10 of these Standing Orders and have regard to Section 5 of the Code of Conduct (Declaration of Interests).
- 1.9 In case of doubt as to whether any interest or matter should be declared, in the interests of transparency, members are advised to err on the side of caution and make a declaration. Alternatively, where applicable, in the interests of transparency, members should consider making a statement explaining why their apparent connection to a matter does not constitute an interest that requires to be declared.
- 1.10 Members shall make a declaration of any gifts or hospitality received in their capacity as a Board member. Such declarations shall be made to the Board's appointed Standards Officer who shall make them available for public inspection at all reasonable times at the principal offices of the Board and on the Board's website. The Register of Interests includes a section on gifts and hospitality. The Register may include the information on any such declarations

or cross-refer to where the information is published.

- 1.11 The Board's appointed Standards Officer shall provide a copy of these Standing Orders to all members of the Board on appointment. A copy shall also be held on the Board's website.

2. Chair

- 2.1 The Scottish Ministers shall appoint the Chair of the Board.

3. Vice Chair

- 3.1 The Chair shall nominate a candidate or candidates for Vice Chair to the Cabinet Secretary. The candidate(s) must be a Non-Executive Member of the Board. A member who is an employee of a Board is disqualified from being Vice Chair. The Cabinet Secretary will in turn determine who to appoint based on evidence of effective performance and evidence that the member has the skills, knowledge and experience needed for the position. Following the decision, the Board shall appoint the member as Vice Chair. Any person so appointed shall, so long as they remain a member of the Board, continue in office for such a period as the Board may decide.
- 3.2 The Vice Chair may at any time resign from that office by giving notice in writing to the Chair. The process to appoint a replacement Vice Chair is the process described at paragraph 3.1.
- 3.3 Where the Chair has died, ceased to hold office, or is unable for a sustained period of time to perform their duties due to illness, absence from Scotland or for any other reason, then the Board's Vice Chair should refer this to the Scottish Government. The Cabinet Secretary will confirm which member may assume the role of interim Chair in the period until the appointment of a new Chair, or the return of the appointed Chair. Where the Chair is absent for a short period due to leave (for whatever reason), the Vice Chair shall assume the role of the Chair in the conduct of the business of the Board. In either of these circumstances references to the Chair shall, so long as there is no Chair able to perform the duties, be taken to include references to either the interim Chair or the Vice Chair. If the Vice Chair has been appointed as the interim Chair, then the process described at paragraph 3.1 will apply to replace the Vice Chair.

4. Calling and Notice of Board Meetings

- 4.1 The Chair may call a meeting of the Board at any time and shall call a meeting when required to do so by the Board. The Board shall meet at least six times in the year and will annually approve a forward schedule of meeting dates.
- 4.2 The Chair will determine the final agenda for all Board meetings. The agenda may include an item for any other business; however, this can only be for business which the Board is being informed of for awareness, rather than being asked to make a decision. No business shall be transacted at any meeting of the Board other than that specified in the notice of the meeting except on

grounds of urgency.

- 4.3 Any member may propose an item of business to be included in the agenda of a future Board meeting by submitting a request to the Chair. If the Chair elects to agree to the request, then the Chair may decide whether the item is to be considered at the Board meeting which immediately follows the receipt of the request, or a future Board meeting. The Chair will inform the member which meeting the item will be discussed. If any member has a specific legal duty or responsibility to discharge which requires that member to present a report to the Board, then that report will be included in the agenda.
- 4.4 In the event that the Chair decides not to include the item of business on the agenda of a Board meeting, then the Chair will inform the member in writing as to the reasons why.
- 4.5 A Board meeting may be called if one third of the whole number of members signs a requisition for that purpose. The requisition must specify the business proposed to be transacted. The Chair is required to call a meeting within 7 days of receiving the requisition. If the Chair does not do so, or simply refuses to call a meeting, those members who presented the requisition may call a meeting by signing an instruction to approve the notice calling the meeting provided that no business shall be transacted at the meeting other than that specified in the requisition.
- 4.6 Before each meeting of the Board, a notice of the meeting (in the form of an agenda), specifying the time, place and business proposed to be transacted at it and approved by the Chair, or by a member authorised by the Chair to approve on that person's behalf, shall be circulated to every member so as to be available to them at least three clear days before the meeting. The notice shall be distributed along with any papers for the meeting that are available at that point.
- 4.7 With regard to calculating clear days for the purpose of notice under 4.6 and 4.9, the period of notice excludes the day the notice is sent out and the day of the meeting itself. Additionally, only working days (Monday to Friday) are to be used when calculating clear days; weekend days and public holidays should be excluded.

Example: If a Board is meeting on a Wednesday, the notice and papers for the meeting should be distributed to members no later than the preceding Thursday. The three clear days would be Friday, Monday, and Tuesday. If the Monday was a public holiday, then the notice and papers should be distributed no later than the preceding Wednesday.
- 4.8 Lack of service of the notice on any member shall not affect the validity of a meeting.
- 4.9 Board meetings shall be held in public. A public notice of the time and place of the meeting shall be provided at least three clear days before the meeting is held. The meeting agenda and papers shall be published on the NHS 24 Board website at least 3 working days prior to the meeting, subject to any commercial/security redactions, and embargoed until midday on the day of the Board meeting. Members of the public observing the meeting via videoconferencing facilities will have access to the agenda and papers for the meeting via the website. Observers attending in person shall be provided with

copies of the agenda and papers for the meeting, subject to any commercial/security redactions.

The meeting papers will include the minutes of committee meetings which the relevant committee has approved. The exception is that the meeting papers will not include the minutes of the Remuneration Committee. The Board may determine its own approach for Committees to inform it of business which has been discussed in committee meetings for which the final minutes are not yet available. For items of business which the Board will consider in private session (see paragraph 5.22), only the Board members will normally receive the meeting papers for those items, unless the person presiding agrees that others may receive them.

5. Conduct of Meetings

Authority of the Person Presiding at a Board Meeting

- 5.1 The Chair shall preside at every meeting of the Board. The Vice Chair shall preside if the Chair is absent. If both the Chair and Vice Chair are absent, the members present at the meeting shall choose a Board member who is not an employee of a Board to preside.
- 5.2 The duty of the person presiding at a meeting of the Board or one of its committees is to ensure that the Standing Orders or the Committee's terms of reference are observed, to preserve order, to ensure fairness between members, and to determine all questions of order and competence. The ruling of the person presiding shall be final and shall not be open to question or discussion.
- 5.3 The person presiding may direct that the meeting can be conducted in any way that allows members to participate, regardless of where they are physically located, e.g., videoconferencing, teleconferencing. For the avoidance of doubt, those members using such facilities will be regarded as present at the meeting.
- 5.4 In the event that any member who disregards the authority of the person presiding, obstructs the meeting, or conducts themselves inappropriately the person presiding may suspend the member for the remainder of the meeting. If a person so suspended refuses to leave when required by the person presiding to do so, the person presiding will adjourn the meeting in line with paragraph 5.12. For paragraphs 5.5 to 5.20, reference to 'Chair' means the person who is presiding the meeting, as determined by paragraph 5.1.

Quorum

- 5.5 The Board will be deemed to meet only when there are present, and entitled to vote, a quorum of at least one third of the whole number of members, including at least two members who are not employees of a Board. The quorum for Committees will be set out in their terms of reference, however it can never be less than two Board members.
- 5.6 In determining whether or not a quorum is present the Chair must consider the

effect of any declared interests.

- 5.7 If a member, or an associate of the member, has any pecuniary or other interest, direct or indirect, in any contract, proposed contract or other matter under consideration by the Board or a committee, the member should declare that interest at the start of the meeting. This applies whether or not that interest is already recorded in the Board Members' Register of Interests. Following such a declaration, the member shall be excluded from the Board or committee meeting when the item is under consideration and should not be counted as participating in that meeting for quorum or voting purposes.
- 5.8 Paragraph 5.7 will not apply where a member, or an associate of theirs, interest in any company, body or person is so remote or insignificant that it cannot reasonably be regarded as likely to affect any influence in the consideration or discussion of any question with respect to that contract or matter. In March 2015, the Standards Commission granted a dispensation to NHS Board members who are also voting members of integration joint boards. The effect is that those members do not need to declare as an interest that they are a member of an integration joint board when taking part in discussions of general health & social care issues. However, members still have to declare other interests as required by Section 5 of the Board Members' Code of Conduct.
- 5.9 If a question arises at a Board meeting as to the right of a member to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting be referred to the Chair. The Chair's ruling in relation to any member other than the Chair is to be final and conclusive. If a question arises with regard to the participation of the Chair in the meeting (or part of the meeting) for voting or quorum purposes, the question is to be decided by the members at that meeting. For this latter purpose, the Chair is not to be counted for quorum or voting purposes.
- 5.10 Paragraphs 5.6-5.9 shall equally apply to members of any Board Committees, whether or not they are also members of the Board, e.g., stakeholder representatives.
- 5.11 When a quorum is not present, the only actions that can be taken are to either adjourn to another time or abandon the meeting altogether and call another one. The quorum should be monitored throughout the conduct of the meeting in the event that a member leaves during a meeting, with no intention of returning. The Chair may set a time limit to permit the quorum to be achieved before electing to adjourn, abandon or bring a meeting that has started to a close.

Adjournment

- 5.12 If it is necessary or expedient to do so for any reason (including disorderly conduct or other misbehaviour at a meeting), a meeting may be adjourned to another day, time, and place. A meeting of the Board, or of a Committee of the Board, may be adjourned by the Chair until such day, time and place as the Chair may specify.

Business of the Meeting

The Agenda

- 5.13 If a member wishes to add an item of business which is not in the notice of the meeting, they must make a request to the Chair ideally in advance of the day of the meeting and certainly before the start of the meeting. The Chair will determine whether the matter is urgent and accordingly whether it may be discussed at the meeting.
- 5.14 The Chair may change the running order of items for discussion on the agenda at the meeting. Please also refer to paragraph 4.2.

Decision-Making

- 5.15 The Chair may invite the lead for any item to introduce the item before inviting contributions from members. Members should indicate to the Chair if they wish to contribute, and the Chair will invite all who do so to contribute in turn. Members are expected to question and challenge proposals constructively and carefully to reach and articulate a considered view on the suitability of proposals.
- 5.16 The Chair will consider the discussion, and whether or not a consensus has been reached. Where the Chair concludes that consensus has been reached, then the Chair will normally end the discussion of an item by inviting agreement to the outcomes from the discussion and the resulting decisions of the Board.
- 5.17 As part of the process of stating the resulting decisions of the Board, the Chair may propose an adaptation of what may have been recommended to the Board in the accompanying report, to reflect the outcome of the discussion.
- 5.18 The Board may reach consensus on an item of business without taking a formal vote, and this will be normally what happens where consensus has been reached.
- 5.19 Where the Chair concludes that there is not a consensus on the Board's position on the item and/ or what it wishes to do, then the Chair will put the decision to a vote. If at least two Board members ask for a decision to be put to a vote, then the Chair will do so. Before putting any decision to vote, the Chair will summarise the outcome of the discussion and the proposal(s) for the members to vote on.
- 5.20 Where a vote is taken, the decision shall be determined by a majority of votes of the members present and voting on the question. In the case of an equality of votes, the Chair shall have a second or casting vote. The Chair may determine the method for taking the vote, which may be by a show of hands, or by ballot, or any other method the Chair determines.
- 5.21 While the meeting is in public the Board may not exclude members of the public and the press (for the purpose of reporting the proceedings) from attending the meeting.

Board Meeting in Private Session

- 5.22 The Board may agree to meet in private in order to consider certain items of

business. The Board may decide to meet in private on the following grounds:

- The Board is still in the process of developing proposals or its position on certain matters and needs time for private deliberation.
- The business relates to the commercial interests of any person and confidentiality is required, e.g., when there is an ongoing tendering process or contract negotiation.
- The business necessarily involves reference to personal information and requires to be discussed in private in order to uphold the Data Protection Principles.
- The Board is otherwise legally obliged to respect the confidentiality of the information being discussed.

5.23 The minutes of the meeting will reflect when the Board has resolved to meet in private.

Minutes

5.24 The names of members present at a meeting of the Board, or of a committee of the Board, shall be recorded in the minute of the meeting. The names of other persons in attendance shall also be recorded.

5.25 The Board's Corporate Governance Manager (or nominated deputy) shall prepare the minutes of meetings of the Board and its Committees. The Board or the committee shall review the draft minutes at the following meeting. The person presiding at that meeting shall sign the approved minute.

6. Matters Reserved for the Board

Introduction

6.1 The Scottish Government retains the authority to approve certain items of business. There are other items of the business which can only be approved at an NHS Board meeting, due to either Scottish Government directions or a Board decision in the interests of good governance practice.

6.2 This section summarises the matters reserved to the Board:

- a) Corporate Governance Framework including
 - (i) Standing Orders.
 - (ii) Establishment, remit and reporting arrangements of all Board Standing Committees.
 - (iii) Scheme of Delegation.

- (iv) Standing Financial Instructions.
 - b) Organisational Values.
 - c) The strategies for all the functions that it has planning responsibility for, subject to any provisions for major service change which require Ministerial approval.
 - d) The Annual Delivery Plan for submission to the Scottish Government for its approval. (Note: The Board should consider the draft for submission in private session. Once the Scottish Government has approved the Annual Delivery Plan, the Board should receive it at a public Board meeting).
 - e) Corporate objectives or corporate plans which have been created to implement its agreed strategies.
 - f) Risk Management Policy.
 - g) Financial plan for the forthcoming year, and the opening revenue and capital budgets.
 - h) Annual accounts and report (**NB** - This must be considered when the Board meets in private session. In order to respect Parliamentary Privilege, the Board cannot publish the annual accounts, or any information drawn from it before the accounts are laid before the Scottish Parliament. Similarly, the Board cannot publish the report of the external auditors of their annual accounts in this period).
 - i) Any business case item that is beyond the scope of its delegated financial authority before it is presented to the Scottish Government for approval. The Board shall comply with the Scottish Capital Investment Manual.
 - j) The Board shall approve the content, format, and frequency of performance reporting to the Board.
 - k) The appointment of the Board's chief internal auditor. (Note: This applies either when the proposed chief internal auditor will be an employee of the Board, or when the chief internal auditor is engaged through a contract with an external provider. The audit committee should advise the Board on the appointment, and the Board may delegate to the audit committee oversight of the process which leads to a recommendation for appointment).
- 6.3 The Board may be required by law or Scottish Government direction to approve certain items of business, e.g., the integration schemes for a local authority area.
- 6.4 The Board itself may resolve that other items of business be presented to it for approval.

7. Delegation of Authority by the Board

- 7.1 Except for the Matters Reserved for the Board, the Board may delegate authority to act on its behalf to Committees, individual Board members, or other Board employees. In practice this is achieved primarily through the Board's approval of the Standing Financial Instructions and the Scheme of Delegation.
- 7.2 The Board may delegate responsibility for certain matters to the Chair for

action. In such circumstances, the Chair should inform the Board of any decision or action subsequently taken on these matters.

- 7.3 The Board and its officers must comply with the NHS Scotland Property Transactions Handbook, and this is cross-referenced in the Scheme of Delegation.
- 7.4 The Board may, from time to time, request reports on any matter or may decide to reserve any particular decision for itself. The Board may withdraw any previous act of delegation to allow this.

8. Execution of Documents

- 8.1 Where a document requires to be authenticated under legislation or rule of law relating to the authentication of documents under the Law of Scotland, or where a document is otherwise required to be authenticated on behalf of the Board, it shall be signed by an executive member of the Board, or any person duly authorised to sign under the Scheme of Delegation in accordance with the Requirements of Writing (Scotland) Act 1995. Before authenticating any document, the person authenticating the document shall satisfy themselves that all necessary approvals in terms of the Board's procedures have been satisfied. A document executed by the Board in accordance with this paragraph shall be self-proving for the purposes of the Requirements of Writing (Scotland) Act 1995.
- 8.2 Scottish Ministers shall direct which officers of the Board can sign on their behalf in relation to the acquisition, management, and disposal of land.
- 8.3 Any authorisation to sign documents granted to an officer of the Board shall terminate upon that person ceasing (for whatever reason) from being an employee of the Board, without further intimation or action by the Board.

9. Committees

- 9.1 Subject to any direction issued by Scottish Ministers, the Board shall appoint such Committees (and sub-committees) as it thinks fit. NHS Scotland Board Development website will identify the Committees which the Board must establish.
- 9.2 The Board shall appoint the chairs of all Committees. The Board shall approve the terms of reference and membership of the Committees. The Board shall review these as and when required and shall review the terms within 2 years of their approval if there has not been a review.
- 9.3 The Board shall appoint committee members to fill any vacancy in the membership as and when required. If a committee is required by regulation to be constituted with a particular membership, then the regulation must be followed.
- 9.4 Provided there is no Scottish Government instruction to the contrary, any non-executive Board member may replace a committee member who is also a Non-Executive Board Member, if such a replacement is necessary to achieve the quorum of the committee.

- 9.5 The Board's Standing Orders relating to the calling and notice of Board meetings, conduct of meetings, and conduct of Board members shall also be applied to Committee meetings where the Committee's membership consist of or include all the Board members. Where the Committee's members include some of the Board's members, the Committee's meetings shall not be held in public and the associated Committee papers shall not be placed on the Board's website, unless the Board specifically elects otherwise. Generally, Board Members who are not members of a Committee may attend a Committee meeting and have access to the meeting papers. However, if the Committee elects to consider certain items as restricted business, then the meeting papers for those items will normally only be provided to members of that Committee. The person presiding the Committee meeting may agree to share the meeting papers for restricted business papers with others.
- 9.6 The Board shall approve a calendar of meeting dates for its Committees. The Committee Chair may call a meeting any time and shall call a meeting when requested to do so by the Board.
- 9.7 The Board may authorise Committees to co-opt members for a period up to one year, subject to the approval of both the Board and the Accountable Officer. A Committee may decide this is necessary to enhance the knowledge, skills, and experience within its membership to address a particular element of the Committee's business. A co-opted member is one who is not a member of the NHS 24 Board and is not to be counted when determining the Committee's quorum.

APPENDIX 1

ROLES AND RESPONSIBILITIES

Board Members

1. It is expected that individual Board Members should contribute fully to Board deliberations and exercise a healthy challenge function. This expectation extends to Executive Directors who are Board Members and includes occasions on which the matters under discussion have previously been discussed at EMT. It is important that no individual Board Member (or Chair) dominates the debates or has an excessive influence on Board decision-making. The Chair has an important role to play in ensuring that all Board Members have an opportunity to contribute to Board discussions.
2. There are three categories of NHS Board Members; publicly appointed, stakeholder and executive members. All NHS Board Members are appointed by the Cabinet Secretary for Health and Social Care.
3. Publicly appointed members can serve a maximum of eight years on the Board. This limitation also applies to the appointment of the Chair and Vice Chair. Stakeholder members are also appointed for a specific time period but can be re-appointed provided the stakeholder body continues to nominate them. Executive members are appointed for the duration of their role.
4. NHS Board Members are responsible for:
 - Ensuring the Board focuses on developing and maintaining a strategic direction designed to deliver the Scottish Government's policies and priorities.
 - Providing effective scrutiny, challenge, support, and advice to the Executive Leadership Team on the delivery of the organisations purpose, aims values, corporate objectives, operational priorities, and targets.
 - Contributing to the identification and management of strategic and operational risks.
 - Bringing independence, external perspectives, and impartial judgement to the business of the NHS Board to support timely, well-informed, evidence-based, and risk-assessed decision making at Board level.
 - Upholding the highest standards of integrity and probity and acting in accordance with the principle of collective and corporate responsibility for Board decisions.
 - Understanding and promoting diversity, equality, and inclusion.
 - Engaging with stakeholders, including patients, service users, the public, managers, and staff.
 - Undertaking ongoing personal development activities.
5. In addition to discharging the above responsibilities, Non-Executive Board Members may also be required to support the business of the Board by chairing Standing Committees and other meetings relevant to the business of the NHS

Board.

6. Many Non-Executive Board Members also play a part in supporting the Executive Leadership Team's management of the organisation that goes beyond their roles as Standing Committee members. This can include supporting HR appeals and whistleblowing investigations. Board Members may also be asked to act as Chairs for other groups where the NHS is a member.

Board Champions

7. The members of the NHS Board and Standing Committees can be supported in their work by a variety of colleagues acting as 'Champions' for a wide range of issues and communities. This could include equality, diversity and inclusion, mental health, whistleblowing, sustainability, global citizenship, smoking cessation, organ donation, healthy working lives, and veterans.
8. With the exception of the Whistleblowing Champions who are appointed by the Cabinet Secretary to that role, the Champions are appointed by the Board from the Non-Executive membership of the NHS Board.
9. The principal responsibility of the Champion is to take a lead in advocating the NHS Board's commitment to being a learning organisation that focuses on improvement and the implementation of best practice in their particular area of interest. This includes raising the profile of issues and supporting the Executive Leadership Team in the development of appropriate policies, strategies, and action plans prior to consideration by the Board.
10. The Standing Committee Chairs also act as 'Champions' for the corporate objectives owned by their committees and it is important to note that all Board Members should have an interest in the issues being considered by Champions. For example, ensuring that equality, diversity, and inclusion are reflected in the Board's thinking and decision making is the responsibility of all Board Members.

Chair

11. The Chair is responsible for leadership of the Board (particularly in agreeing NHS 24's strategy), ensuring its effectiveness on all aspects of the Board's role and setting its agenda. The Chair, who failing the Vice Chair, is responsible for ensuring the Board discharges its responsibilities as described in the Standing Orders.
12. Specifically, the Chair is responsible for:
 - Taking lead responsibility in representing NHS 24 in links with Scottish Ministers and the Scottish Parliament (other Board Members may also be involved from time to time), and in ensuring that NHS 24's policies and actions support the wider strategic policies of the Scottish Ministers.
 - Advising the sponsor Department and the Cabinet Secretary about Board appointments and the annual performance assessment of individual members.

- Taking the lead in building links, at Board level, with partner organisations and other stakeholders and in representing the views of the Board to the general public.
- Ensuring that all Board Members have a proper knowledge and understanding of their corporate roles and responsibilities (supported by appropriate induction training on appointment), and that Board Members receive accurate, timely and clear information.
- Ensuring that the Board carries out its essential functions efficiently and effectively so that:
 - All planned business is dealt with, a conclusion is reached in respect of each item and each Member of the Board understands the conclusions.
 - The Board takes proper account of appropriate guidance in reaching decisions.
 - All Board Members act with high standards of propriety and regularity, and in accordance with NHS 24's Code of Conduct.
 - All decisions by the Board are clearly and accurately minuted.
 - The Board delegates sufficient authority to its Committees and to the Chief Executive.
 - All Board Members are given the opportunity to express their views and to contribute to debates, and that there exist constructive and productive relations between all Board Members.
 - The Board receives professional advice when needed.
- Developing an effective working relationship with the Chief Executive.
- Overseeing the way the Chief Executive, together with other Executive Directors, implements Board decisions.
- Agreeing the Chief Executive's annual performance targets and undertaking the assessment of their performance (through the Remuneration Committee).

Vice Chair

13. For the purposes of enabling the proceedings of the Board to be conducted in the absence of the Chair, the Board shall appoint a Vice Chair from amongst the Non-Executive Board Members, for a period to be specified on appointment but not exceeding their term of appointment as a Non-Executive Board Member.
14. Any Non-Executive Board Member so appointed may at any time resign from

the office of Vice Chair by giving notice in writing to the Chair, and the Board may thereupon appoint another Non-Executive Board Member as Vice Chair.

15. Where the Chair has ceased to hold office or where the Chair has been unable to perform their duties as Chair owing to illness, absence or any other cause, references to the Chair in these SOs shall, so long as there is no Chair able to perform their duties, be taken to include references to the Vice Chair.
16. In addition to that of an NHS Board Member, the role of the Vice Chair is to:
 - Deputise for the Chair as required in any of their duties, including representing the NHS Board in engaging with internal and external stakeholders.
 - Chair key Standing Committees and other influential groups that support the work of the Board.
 - Provide advice, support, and assistance to the Chair in carrying out their responsibilities.
 - Act as a 'sounding board' and 'critical friend' to the Chair and the other Board Members.
17. The Vice Chair also provides an alternative route for Board Members to raise issues or concerns if they feel unable to do so with the Chair. This is an important part of the checks and balances within governance and accountability. If mediation by the Vice Chair does not resolve the situation, the issue of concern should be escalated to the Scottish Government.
18. Following an open selection process and confirmation of their suitability by the Cabinet Secretary, the appointment of the Vice Chair is made by the Board from the publicly appointed Board Members. The Board's Whistleblowing Champion is excluded from this arrangement.

Chief Executive

19. The Chief Executive has accountability to the Board for the overall organisation, performance management and staffing of the organisation. The Chief Executive is required to devise and implement appropriate management structures and processes and must ensure that the organisation has the necessary resources for it to achieve its objectives.
20. The key roles of the Chief Executive are:
 - To assist the Board in developing the strategy for the organisation. This will involve devising alternative strategies by which the organisation might achieve its purpose and assessing the strengths and weaknesses of each for the Board.
 - To devise and recommend a corporate plan, which will allow for the full implementation of the Board's adopted strategies within the resources available.
 - To lead the development of the annual delivery plan reflecting the policy priorities of SGHSCD, for the approval of the Board and submission to SGHSCD.

- To devise and implement management structures and processes which will allow the organisation to implement agreed corporate plans.
- To ensure that NHS 24 has managers and staff with the necessary skills, knowledge, qualifications, and experience to be able to implement agreed corporate plans.
- To lead and inspire the organisation to fully implement agreed corporate plans on time and within budget to achieve agreed objectives.
- To carefully monitor the implementation of plans, adjusting them as appropriate.
- To ensure that the Board is kept adequately informed so as to be able to discharge its duty to monitor performance.
- To develop and maintain positive relationship with officials of the sponsor Department to understand Ministerial aspirations and to ensure that the Department understands the challenges facing the organisation.
- To develop and maintain an effective relationship with the Chair and to ensure an effective link between Senior Managers and the Non-Executive Board Members.

21. The Chief Executive is also designated as the organisation's Accountable Officer. The detailed responsibilities in this respect are laid out in a Memorandum from the Principal Accountable Officer (the Permanent Secretary to the Scottish Government) issued to the Chief Executive as the time of formal designation (normally on appointment). These include:

- Maintaining a sound system of internal control that supports the achievement of the organisation's policies, aims and objectives, set by Scottish Ministers, whilst safeguarding the public funds and assets for which the Chief Executive is personally responsible, in accordance with the responsibilities assigned.
- Signing the accounts.
- Ensuring that public funds are properly managed and safeguarded.
- Ensuring that assets are properly controlled and safeguarded.
- Ensuring that proper financial systems are in place and applied.
- Ensuring that arrangements have been made to secure Best Value.
- Representing the organisation before the Audit and Risk Committee of the Scottish Parliament.
- Alerting the Departmental Accountable Officer to circumstances where the Board is proposing to go against the Accountable Officer's advice on matters of financial propriety, regularity and/or value for money.

Director of Finance

22. Statutory Instruments and NHS Circulars require the Directors of Finance, as the Chief Finance Officer, to:
- Provide financial advice to the Board and its Officers.
 - Supervise the implementation of the Board's financial policies.
 - Design, implement and supervise systems of financial control.
 - Prepare and maintain such accounts, certificates, estimates, and reports as the Board may require.
 - Approve the financial systems.
 - Approve the duties of the Officers operating those systems.
 - Maintain a written description of such approved financial systems, including a long list of specific duties.
23. The Director of Finance is appointed by the Board to lead and develop the finance function so that it provides the Board and the management with the advice, information, and expertise to enable the provision of the best possible standards of health care within available resources. Key responsibilities include:
- Contributing to the organisation's corporate management and strategic direction.
 - In financial management – responsible to the Chief Executive and the Board for formulating, monitoring, and reviewing financial strategy.
 - Designing, implementing, and supervising systems of financial control and accounting.
 - Preparing and maintaining such accounts, estimates, records and reports as the Board, the Chief Executive or the Directors may require.
 - Providing financial and corporate governance advice to the Board, the Chief Executive and the Directors as required.
 - Managing the financial resources flexibly within professional standards in support of the corporate objectives.
 - Executive responsibility for risk management and business continuity in the organisation.
 - In public accountability and stewardship – particular responsibility for preparing and signing the annual financial statements and returns; for ensuring that the highest standards of conduct are maintained and that probity in the use of public money is demonstrated.

Director of Nursing and Care

24. The key responsibilities of the Director of Nursing and Care role are to:

- Share collective responsibility for governance across the organisation.
- Ensure appropriate and effective clinical governance.
- Ensure that nurse leadership is seen as integral to the corporate management of NHS 24.
- Focus the contribution of nursing to strategic leadership and decision making.
Enhance the nursing expertise available to NHS 24.
- Provide an effective conduit through which other nurse leaders can influence the work of the Board.
- Bring their expertise to the Board in a number of areas such as clinical quality, patient responsive services and health promotion.
- Ensure appropriate management of response to and learning from complaints.

Medical Director

25. The key responsibilities of the Medical Director are:

- To emphasise the importance that is attached to placing senior clinicians at the heart of decision-making in NHS 24 and to share collective responsibility for governance across the organisation.
- To ensure that service delivery for patients has a greater influence and profile at Board level. This will strengthen clinical involvement in decision-making and will assist in the drive towards greater service integration and redesign.
- To play a significant role in regional planning of health services.
- To act as Caldicott Guardian for the organisation and ensure compliance with associated guidance.
- Quality.
- Health Improvement.
- Ensure appropriate arrangements for research governance.
- To complement the role of the Director of Nursing and Care.

Employee Director

26. The Employee Director is appointed by Scottish Ministers, following due process established by the Partnership Support Unit, in order to:

- Provide a staff perspective on strategy development and service delivery issues considered by the NHS Board.
- Act as a focal point for staff from across the organisation who wish to contribute to the business of the Board.

- Explain the work of the Board and promote opportunities for staff to be involved in decision making locally.
 - Reflect the views of the Area and Local Partnership Forums on the performance of NHS 24 in discharging its staff governance responsibilities.
 - Champion partnership working and provide a vital link between the NHS Board and the Area Partnership Forum.
27. There is a requirement for the Employee Director to have, as a minimum, protected time to carry out their roles, access to administrative support and suitable mechanisms to enable them to communicate with staff.

Board Administration

28. The Director of Finance is responsible for providing support to the Board and its Committees, including responsibility for recording discussions (as laid out in SO 4.9 – Minutes). The key duties/responsibilities include:
- Ensuring the appropriate provision of professional support and guidance for the Chair and Non-Executive Board Members and that effective support is available within the Chair/Chief Executive Office.
 - Providing additional assurance to the Board in respect of the information presented to enable them to effectively discharge their responsibilities in respect of corporate governance.
 - Development of policy documents and associated procedures based on national guidance, as appropriate to the role.
 - Provision of briefings for the Chief Executive and Chair as appropriate to the role.
 - Design and organisation of Board development activities, in consultation with the Chief Executive and Chair.
 - Maintenance of the Register of Interests and Gifts and Hospitality Register.

Organisational Structure & Key Responsibilities

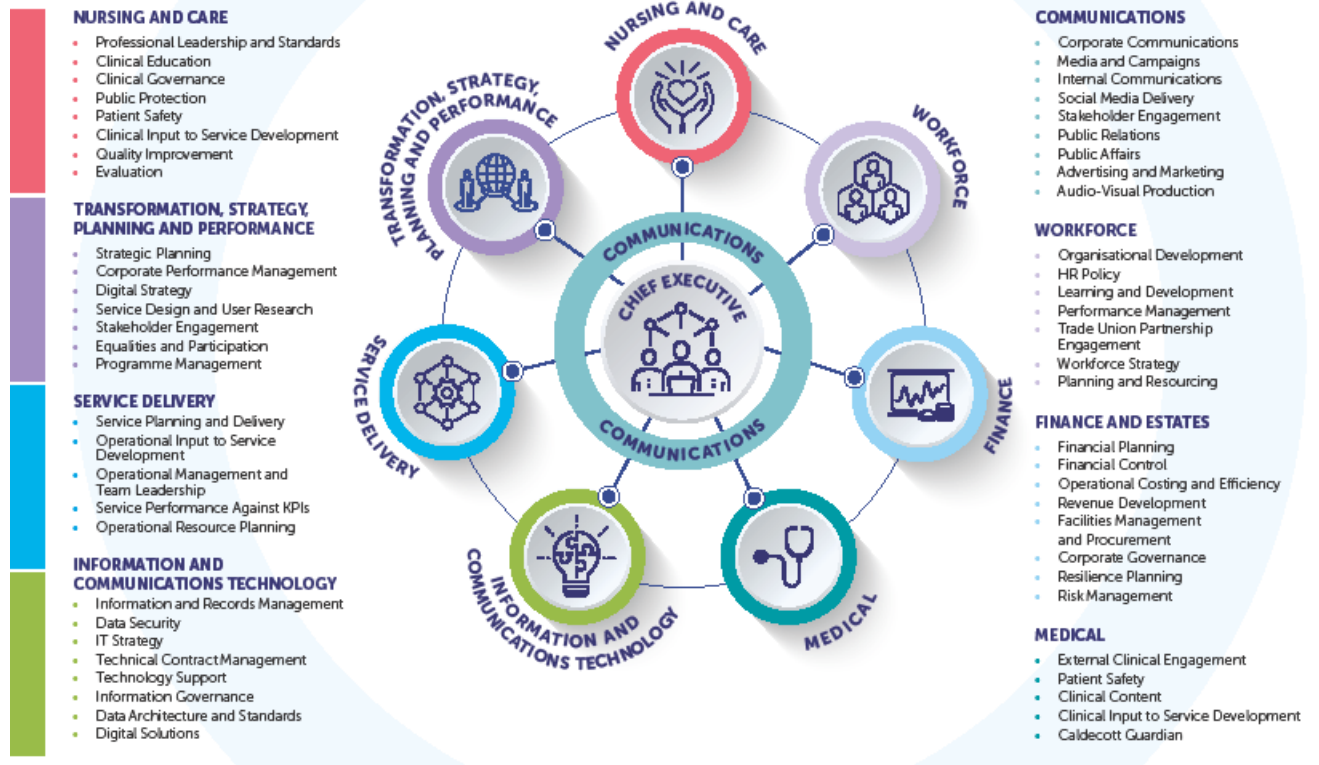
29. The current NHS 24 organisational structure is attached (Appendix 2) together with the associated key areas of responsibility for each senior post (Appendix 3).

APPENDIX 2

ORGANISATIONAL STRUCTURE



Organisation Structure



APPENDIX 3

EXECUTIVE MANAGEMENT TEAM KEY ROLES AND RESPONSIBILITIES

Chief Executive

1. To provide strong, effective, and visible leadership in the development and delivery of high-level strategies, as defined by the NHS 24 Board, to provide the people of Scotland with access to an effective national 24-hour co-service, providing clinical assessment and referral health advice and information by telephone and other media in line with Government policies and procedures.
2. To manage the resources made available to the NHS 24 Board and ensure, on the Board's behalf, that they are deployed effectively in order to optimise service provision and demonstrate best value.
3. To ensure that the Board's statutory duties are fulfilled both corporately and in all aspects of functional responsibility.

Director of Finance

4. To provide professional leadership for governance.
5. To provide professional leadership for finance and estates functions within NHS 24.
6. To ensure the highest standards of financial governance, financial performance strategic financial planning, and estates for NHS 24.
7. To act as Executive Lead for risk and business resilience and continuity.

Director of Nursing and Care

8. To be the professional lead for Nursing & Care staff, Allied Health Professionals, and Psychological Wellbeing Practitioners, ensuring the highest standards of safe clinical practice and care are enabled by robust systems of education, training, professional development, and support.
9. To be the lead Director responsible for the delivery of effective Clinical and Care Governance disciplines, systems, and processes within NHS 24, including patient safety and quality improvement.
10. To lead on the delivery of the patient affairs functions.

Medical Director

11. To be the professional lead for Medical, Pharmacy, and Dental staff ensuring the highest standards of safe clinical practice and care are enabled by robust systems of education, training, professional development, and support.
12. To lead external clinical engagement liaising with partners across health and social care and Scottish Government.

13. Executive Lead for governance of clinical content.
14. To act as Caldicott Guardian for the organisation and ensure compliance with associated guidance.
15. Responsible Officer for all medical staff employed on full-time basis.

Director of Workforce

16. To lead professional leadership for the organisational development, learning development and human resources functions.
17. To lead on Human Resource policy development.
18. To lead on workforce strategy and planning for the organisation.
19. To lead on Trade Union Partnership engagement for the organisation.

Director of Service Delivery

20. To lead the planning, delivery, and redesign of all NHS 24 services. To provide leadership to the operational management team with full responsibility for the deployment of front-line services.
21. To lead the management of service performance against key performance indicators and the supporting performance framework.
22. To lead resource planning required to deliver all services.

Director of Transformation, Strategy, Planning and Performance

23. To ensure the collection, processing and management of the corporate information needs of the organisation.
24. Lead role in creating the service development model for NHS 24, including the required programme and change management supporting function.
25. To lead digital development and delivery including leadership of the integrated digital function.
26. To lead the stakeholder engagement, equality and diversity, patient focus and public involvement and quality improvement functions.

Chief Information Officer

27. To lead the technology support function including the delivery of the information technology and data strategic development plans.
28. To lead the information and records management and data security functions and occupy the role of Senior Information Risk Officer (SIRO).
29. To lead the contract management arrangements for the infrastructure systems and applications supporting delivery of services.

Chief Communications Officer

30. To lead the communications function through the provision of corporate communications, media and campaigns and internal communications.
31. To lead the delivery of social media services and support.
32. To lead the advertising and marketing functions and audio-visual services.

Employee Director

33. Employee Director is a full member of the Executive Management Team providing the Trade Union perspective to discussions and when agreeing strategic decisions is accountable with Executive Management Team members for the implementation of those decisions.
34. The Employee Director ensures that Partnership working is embedded at all levels of NHS 24.